

Group Board Terms of Reference

1. Purpose

The Group Board (“the Board”) is the principal governing body of the Group. It is responsible for ensuring that the Group operates in accordance with its mission, values, legal obligations and regulatory requirements, and delivers safe, high-quality homes and services to residents.

The Board provides strategic leadership, sets organisational direction, ensures effective oversight and control of all Group operations—including those delivered through subsidiaries—and holds the executive to account for performance.

The Board is ultimately accountable for compliance with the Regulator of Social Housing’s (RSH) standards, including ensuring that consumer standards are met and maintained across the entire Group, whether regulated services are delivered directly by the Parent or through subsidiary bodies.

The Board is responsible for ensuring effective governance, financial viability, risk management and regulatory compliance across the Group structure, including exercising its oversight, control and assurance duties over subsidiary boards.

The Board may delegate authority for urgent or exceptional matters in accordance with the Scheme of Delegation, including the Exceptional Decisions Committee, while retaining ultimate accountability for all decisions taken on its behalf.

2. Responsibilities

2.1 Strategic Direction

The Board shall:

- Set and periodically review the Group’s mission, vision, strategic objectives and corporate plan.
- Approve Group-wide strategies and ensure alignment between the Parent and its subsidiary organisations.
- Ensure that subsidiary business plans, service delivery models, and financial strategies support the overall Group objectives, values, and regulatory responsibilities.

2.2 Governance and Compliance

The Board shall:

- Ensure compliance with:

- All regulatory requirements, including the Regulator of Social Housing's regulatory framework, Care Quality Commission's regulatory standards and Ofsted.
- Company/charity law and constitutional documents.
- The National Housing Federation Code of Governance (or explain deviations).
- Ensure that consumer standards (Home, Tenancy, Neighbourhood and Community, Tenant Involvement and Empowerment) are met.
- Approve the Board Assurance Framework, Scheme of Delegation, Standing Orders and subsidiary Terms of Reference.
- Ensure subsidiaries operate within delegated authorities and that group-wide governance is coherent, transparent, and effective.
- Approve and oversee the operation of the Exceptional Decisions Committee, including its Terms of Reference, delegated authority, and reporting arrangements.

2.3 Resident Voice and Scrutiny

The Board shall:

- Ensure effective mechanisms for residents to influence, oversee, and scrutinise services across all Group entities.
- Monitor performance in relation to Tenant Satisfaction Measures (TSMs)
- Ensure that homes and services delivered by both the Parent and subsidiaries are safe, responsive, and meet residents' needs.

2.4 Financial Stewardship

The Board shall:

- Approve the annual business plan and long-term financial forecasts for the Group, including consolidated subsidiary financial plans.
- Ensure viability, liquidity, prudent treasury management, and compliance with lenders' covenants across the Group.
- Approve annual budgets, accounts, and financial statements for the Parent and the Group.
- Ensure subsidiaries are financially sustainable and operating in line with delegated financial authorities.
- Monitor intra-group transactions, cross-charging arrangements, and shared services to ensure fairness, transparency, and regulatory compliance.
- Ensure value for money across the Group.

2.5 Risk and Assurance

The Board shall:

- Approve the Group risk management framework and Group-wide risk appetite.

- Regularly review strategic, operational, health and safety, clinical, and compliance risks across the Group, including subsidiary-specific risks.
- Ensure internal controls are robust, including internal and external audit arrangements, and verify assurance from subsidiary boards.
- Require immediate reporting of serious incidents, safeguarding issues, or regulatory concerns arising anywhere in the Group.
- Commission deep dives, independent reviews, or additional reporting from subsidiaries where assurance is insufficient.
- Receive assurance on any material risks arising from decisions taken under delegated authority, including decisions taken by the Exceptional Decisions Committee.

2.6 Asset and Safety Assurance

The Board shall:

- Ensure that all homes owned or managed by any Group entity are safe, decent, and well maintained.
- Monitor compliance with landlord and building safety statutory duties (gas, electrical, fire, asbestos, water, structural safety).
- Approve asset management strategies, development programmes, stock disposals/rationalisation policies, and ensure subsidiaries operate within these frameworks.
- Ensure subsidiaries delivering care or support services have appropriate quality and safety governance in place.

2.7 Subsidiary Oversight

The Board shall:

- Approve the establishment, dissolution, or material change of subsidiaries.
- Set governance and delegation arrangements for all subsidiaries and ensure they operate in line with Group objectives, standards, and regulatory requirements.
- Appoint and, where required, remove subsidiary board members including the Chair.
- Have oversight of subsidiary business plans, budgets, and major strategic or commercial decisions.
- Ensure subsidiaries comply with all relevant regulation (e.g., CQC, company law).
- Monitor subsidiary performance, risk, and assurance through:
 - Regular reporting
 - Group Board representatives at subsidiary boards
 - Oversight of audit findings through Audit and Risk Committee
 - Oversight of safeguarding and serious incident reporting through Safeguarding and Quality committee
- Intervene where assurance is weak, including modifying delegations, directing improvement, or commissioning reviews.

2.8 People, Culture and Ethics

The Board shall:

- Promote a positive organisational culture across the entire Group based on integrity, inclusivity, learning, and resident-focus.
- Ensure appropriate group-wide HR, workforce, and safeguarding frameworks exist, including those applied within subsidiaries.
- Appoint, support, and if necessary remove the Chief Executive.
- Ensure appropriate remuneration policies, appraisal arrangements, and talent/leadership development strategies operate across the Group.
- Ensure subsidiaries' cultures and workforce practices are consistent with Group values.

3. Membership and Composition

- The Board shall comprise up to 12 members with a balance of skills, diversity, and experience.
- Board members are also shareholders. Shareholding is coterminous with serving on the board. Shares will be relinquished on retirement from the Board.
- The Chief Executive Officer is a non-shareholding board member until she/he:
 - a) Ceases to be the Chief Executive Officer for any reason;
 - b) Ceases to be a Board members outlined in Rule D8 (reasons for terminating Board membership) or for any other reason.
- The Chair is appointed by the Board.
- Members will act solely in the interests of the Group and shall not represent specific constituencies.

4. Meetings and Decision-Making

- The Board will meet at least five times per year.
- Quorum: three, two of which must be non-executive directors.
- Decisions will normally be made by consensus; where necessary a majority vote will apply.
- Conflicts of interest must be declared and recorded, with members withdrawing where appropriate.
- Subsidiary Chairs, Managing Director, or Non-Executive Directors may be invited to attend for specific items where subsidiary assurance or oversight is required.
- Where it is not practicable to convene a Board meeting within the required timeframe, urgent or exceptional matters may be considered by the Exceptional Decisions Committee under delegated authority. All such decisions shall be formally recorded and reported to the Board at the next available meeting.

5. Committees

- The Board may establish committees to support its functions (e.g., Audit and Risk, Remuneration and Nomination, Tenant and Landlord Panel, Investment, Treasury and Assets, and the Exceptional Decisions Committee).
- Each committee will have approved Terms of Reference and report to the Board.
- The Board retains overall accountability for decisions delegated to committees or to subsidiary boards.
- The Board retains ultimate accountability for all decisions taken under delegated authority, including those taken by the Exceptional Decisions Committee.

6. Information, Assurance and Reporting

The Board shall:

- Receive timely, accurate, and balanced information to enable effective oversight of the Parent and all subsidiaries.
- Review performance against strategic objectives, service standards, financial metrics, and TSMs for the whole Group.
- Receive regular assurance from subsidiary boards on quality, safety, compliance, risk, safeguarding, and financial performance.
- Ensure compliance with regulatory notifiable events and Serious Detriment reporting obligations.
- Require immediate escalation of any issue within the Group that may threaten safety, compliance, viability, or reputation.

7. Review

These Terms of Reference will be reviewed annually, or sooner if required due to changes in legislation, regulation, or best practice, and to ensure they remain appropriate for the effective oversight of subsidiary organisations.